

## Corporate Governance Report for the quarter ended 31.12.2019

General information about Company	
Scrip code	532370
NSE Symbol	RAMCOSYS
MSEI Symbol	
ISIN	INE246B01019
Name of the entity	RAMCO SYSTEMS LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Quarterly
Date of Report	31-12-2019
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

**Annexure 1**

**I. Composition of Board of Directors**

<b>Title</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Initial Date of Appointment</b>	<b>Date of Appointment in Current Term (Date of Re-appointment)</b>	<b>Date of cessation</b>	<b>Tenure of Director (in months)</b>	<b>No of Directorship in listed entities including this listed entity</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity</b>
Mr.	P R Venketrama Raja	Non-Executive - Non Independent Director,Chairperson	19-Feb-97	8-Aug-19	-	-	5	7	4
Mr.	P V Abinav Ramasubramaniam Raja	Executive Director	4-Jun-17	4-Aug-17	-	-	3	1	0
Mr.	A V Dharmakrishnan	Non-Executive - Non Independent Director	31-Jan-08	3-Aug-18	-	-	2	4	0
Mr.	M M Venkatachalam	Non-Executive - Independent Director	5-Apr-01	1-Apr-19	-	69	5	7	1
Mr.	R S Agarwal	Non-Executive - Independent Director	29-May-09	1-Apr-19	-	69	4	4	2
Mrs.	Soundara Kumar	Non-Executive - Independent Director	27-Mar-15	6-Aug-15	-	57	7	7	2
Mr.	Sankar Krishnan	Non-Executive - Non Independent Director	11-May-18	8-Aug-19	-	-	1	2	0
Mr.	Justice P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director	29-Aug-18	8-Aug-19	-	16	3	5	2

## Annexure 1

### II. Composition Of Committee

#### Audit Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
Mrs. Soundara Kumar	Non-Executive - Independent Director,Chairperson	4-Jun-17	-
Mr. M M Venkatachalam	Non-Executive - Independent Director,Member	15-Jun-01	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	27-Jul-14	-
Mr. Sankar Krishnan	Non-Executive - Non Independent Director,Member	22-May-19	-
Mr. R S Agarwal	Non-Executive - Independent Director,Member	19-Jul-18	-
Justice Mr. P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director,Member	29-Aug-18	-

#### Nomination and Remuneration Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
Mr. M M Venkatachalam	Non-Executive - Independent Director,Chairperson	23-May-05	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	27-Jul-14	-
Mr. Sankar Krishnan	Non-Executive - Non Independent Director,Member	22-May-19	-
Justice Mr. P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director,Member	22-May-19	-

#### Stakeholders Relationship Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
Mr. P R Venketrama Raja	Non-Executive - Non Independent Director,Chairperson	9-Mar-00	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	27-Jul-14	-
Mr. P V Abinav Ramasubramaniam Raja	Executive Director,Member	11-May-18	-
Justice Mr. P P S Janarthana Raja (Retd.)	Non-Executive - Independent Director,Member	29-Aug-18	-

#### Corporate Social Responsibility Committee

Name of Committee members	Category	Date Of Appointment	Date of Cessation
Mr. P R Venketrama Raja	Non-Executive - Non Independent Director,Chairperson	20-May-16	-
Mr. M M Venkatachalam	Non-Executive - Independent Director,Member	20-May-16	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	20-May-16	-

**Allotment Committee**

Name of Committee members	Category	Date Of Appointment	Date of Cessation
Mr. M M Venkatachalam	Non-Executive - Independent Director,Chairperson	-	-
Mr. P R Venketrama Raja	Non-Executive - Non Independent Director,Member	-	-
Mr. P V Abinav Ramasubramaniam Raja	Executive Director,Member	-	-

**Fund Raising Committee**

Name of Committee members	Category	Date Of Appointment	Date of Cessation
Mr. P R Venketrama Raja	Non-Executive - Non Independent Director,Member	-	-
Mr. M M Venkatachalam	Non-Executive - Independent Director,Member	-	-
Mr. A V Dharmakrishnan	Non-Executive - Non Independent Director,Member	-	-
Mr. P V Abinav Ramasubramaniam Raja	Executive Director,Member	-	-

**III. Meeting Of Board Of Directors**

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meeting (in number of days)
7-Aug-19	-	0
-	30-Oct-19	83

**IV. Meeting Of Committees**

Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
Audit Committee	-	Yes	7-Aug-19	0
Audit Committee	30-Oct-19	Yes	-	83

**V. Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>If status is "No" details of non-compliance</b>
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-

<b>VI. Affirmations</b>		
<b>Sl. No.</b>	<b>Subject</b>	<b>Compliance status (Yes/No)</b>
1	The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
3	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
4	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
5	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
8	This report and/or the report submitted in the previous quarter has been placed before board of directors	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

<b>Text Block</b>
Textual Information(1)
(i) Report submitted for the previous quarter ended 30.09.2019 had been placed before the Board of Directors at their Meeting held on 30.10.2019 and there were no specific omments/observations/advice from the Board.
(ii) This report will be submitted at the forthcoming meeting of the Board of Directors. Any comments/observations/advice of Board of Directors will be incorporated in the subsequent compliance.

<b>Signatory Details</b>	
Name of signatory	R Ravi Kula Chandran
Designation of person	Chief Financial Officer
Place	Chennai
Date	13-01-2020